

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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|---|---|------------------------|
| _____ |) | |
| In re: |) | Case No. 12-12020 (MG) |
| |) | |
| RESIDENTIAL CAPITAL, LLC, <u>et al.</u> , |) | Chapter 11 |
| |) | |
| Debtors. |) | Jointly Administered |
| _____ |) | |

**ORDER GRANTING DEBTORS' THIRTY-FOURTH OMNIBUS OBJECTION
TO CLAIMS (EMPLOYEE CLAIMS)**

Upon the thirty-fourth omnibus claims objection, dated September 19, 2013 [Docket No. 5108] (the "Thirty-Fourth Omnibus Claims Objection"),¹ of Residential Capital, LLC and its affiliated debtors in the above-referenced Chapter 11 Cases, as debtors and debtors in possession (collectively, the "Debtors"), seeking entry of an order, pursuant to section 502(b) of title 11 of the United States Code (the "Bankruptcy Code"), Rule 3007(d) of the Federal Rules of Bankruptcy Procedure, and this Court's order approving procedures for the filing of omnibus objections to proofs of claim [Docket No. 3294] (the "Procedures Order"), disallowing and expunging the Employee Claims for which the Debtors do not have liability, all as more fully described in the Thirty-Fourth Omnibus Claims Objection; and it appearing that this Court has jurisdiction to consider the Thirty-Fourth Omnibus Claims Objection pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Thirty-Fourth Omnibus Claims Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Thirty-Fourth Omnibus Claims Objection having been provided, and it appearing that no

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Debtors' Thirty-Fourth Omnibus Claims Objection.

other or further notice need be provided; and upon consideration of the Thirty-Fourth Omnibus Claims Objection and the Declaration of Deanna Horst in Support of Debtors' Thirty-Fourth Omnibus Objection to Claims (No Liability – Employee Claims), annexed thereto as Exhibit 1; and the Court having found and determined that the relief sought in the Thirty-Fourth Omnibus Claims Objection is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Thirty-Fourth Omnibus Claims Objection establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the relief requested in the Thirty-Fourth Omnibus Claims Objection is granted to the extent provided herein; and it is further

ORDERED that, pursuant to section 502(b) of the Bankruptcy Code, the claims listed on Exhibit A annexed hereto are disallowed and expunged; and it is further

ORDERED that Kurtzman Carson Consultants LLC, the Debtors' claims and noticing agent, is directed to disallow and expunge the Employee Claims identified on the schedule attached as Exhibit A hereto so that such claims are no longer maintained on the Debtors' official claims register; and it is further

ORDERED that the Debtors are authorized and empowered to take all actions as may be necessary and appropriate to implement the terms of this Order; and it is further

ORDERED that notice of the Thirty-Fourth Omnibus Claims Objection as provided therein shall be deemed good and sufficient notice of such objection, and the requirements of Bankruptcy Rule 3007(a), the Case Management Procedures entered on May 23, 2012 [Docket No. 141], the Procedures Order, and the Local Bankruptcy Rules of this Court are satisfied by such notice; and it is further

ORDERED that this Order has no res judicata, estoppel, or other effect on the validity, allowance, or disallowance of any claim not listed on Exhibit A annexed to this Order, and the Debtors' and all parties in interests' right to object on any basis are expressly reserved with respect to any claim not listed on Exhibit A annexed hereto; and it is further

ORDERED that this Order shall be a final order with respect to each of the Employee Claims identified on Exhibit A, annexed hereto, as if each such Employee Claim had been individually objected to; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: November 20, 2013
New York, New York

/s/Martin Glenn
MARTIN GLENN
United States Bankruptcy Judge

Exhibit A

In re RESIDENTIAL CAPITAL, LLC, et al. (CASE NO. 12-12020 (MG)) (JOINTLY ADMINISTERED)

THIRTY-FOURTH OMNIBUS OBJECTION - EMPLOYEE - NO LIABILITY (NON-BORROWER CLAIMS)

| Claims to be Disallowed and Expunged | | | | | | |
|--------------------------------------|---|--------------|------------|--|-----------------------------|--|
| | Name of Claimant | Claim Number | Date Filed | Claim Amount | Asserted Debtor Name | Asserted Case Number Reason for Disallowance |
| 1 | Adam Peterson 120 Sunset Lane Elk Run Heights, IA 50707 | 4077 | 11/09/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$1,781.76 Priority \$0.00 General Unsecured | Residential Capital, LLC | 12-12020 Claim filed by pension beneficiaries. |
| 2 | ANN-MARIE MORAN 45 FLINT POND ROAD HOLLIS, NH 03049 | 2154 | 11/05/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured UNLIQUIDATED Priority \$0.00 General Unsecured | Residential Capital, LLC | 12-12020 Claim filed by pension beneficiaries. |
| 3 | ARMANDO DELEON 10101 CALVIN AVE NORTHRIDGE, CA 91324 | 1301 | 10/15/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured | Residential Capital, LLC | 12-12020 Claim filed by pension beneficiaries. |
| 4 | BARBARA KAY MILLER 1867 RIZZO CT SPARKS, NV 89434 | 1416 | 10/19/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured UNLIQUIDATED Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 Claim filed by pension beneficiaries. |
| 5 | CHARLES SMYTH 126 BLAKE AVENUE ROCKLEDGE, PA 19046 | 3909 | 11/09/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$27,931.20 General Unsecured | Residential Capital, LLC | 12-12020 Claim filed by pension beneficiaries. |
| 6 | DEBORAH REYNOLDS 3141 GERSHWIN LANE SILVER SPRING, MD 20904 | 767 | 09/27/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured BLANK Priority \$0.00 General Unsecured | GMAC Mortgage, LLC | 12-12032 Claim filed by pension beneficiaries. |

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| Claims to be Disallowed and Expunged | | | | | | |
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| | Name of Claimant | Claim Number | Date Filed | Claim Amount | Asserted Debtor Name | Asserted Case Number Reason for Disallowance |
| 7 | DELORES ROTHENBERGER 4445 EAST TEXAS ROAD ALLENTOWN, PA 18103 | 1176 | 10/12/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured | Residential Capital, LLC | 12-12020 Claim filed by pension beneficiaries. |
| 8 | DENISE PORTER 7876 SPRING AVE #2F ELKINS PARK, PA 19027 | 4082 | 11/09/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured UNLIQUIDATED Priority \$0.00 General Unsecured | Residential Capital, LLC | 12-12020 Claim filed by pension beneficiaries. |
| 9 | DIANNE TUFTS 104 THE LAURELS ENFIELD, CT 06082 | 1943 | 10/29/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured | Residential Capital, LLC | 12-12020 Claim filed by pension beneficiaries. |
| 10 | DONNA ALMOND PO BOX 2962 SOUTHFIELD, MI 48037-2962 | 1618 | 10/25/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured BLANK Priority \$0.00 General Unsecured | Residential Capital, LLC | 12-12020 Claim filed by pension beneficiaries. |
| 11 | ELIZABETH CLARK PO BOX 634 MCKINNEY, TX 75070 | 1730 | 10/26/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$16,019.52 Secured \$0.00 Priority \$57,180.48 General Unsecured | Residential Capital, LLC | 12-12020 Claim filed by pension beneficiaries. |
| 12 | GAY LYNN CUMING 2604 BRUNSTON COURT ROUND ROCK, TX 78681 | 748 | 09/25/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured BLANK Priority \$0.00 General Unsecured | Residential Capital, LLC | 12-12020 Claim filed by pension beneficiaries. |

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| Claims to be Disallowed and Expunged | | | | | | |
|--------------------------------------|---|--------------|------------|--|-----------------------------|--|
| | Name of Claimant | Claim Number | Date Filed | Claim Amount | Asserted Debtor Name | Asserted Case Number Reason for Disallowance |
| 13 | GOODMAN, SIDNEY 981 KENYA RD LAS VEGAS, NV 89123 | 882 | 10/01/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured | Residential Capital, LLC | 12-12020 Claim filed by pension beneficiaries. |
| 14 | GWENDOLYN OCONNOR 5813 WOODDALE AVE EDINA, MN 55424 | 2058 | 10/31/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$165,261.00 Priority \$0.00 General Unsecured | Residential Capital, LLC | 12-12020 Claim filed by pension beneficiaries. |
| 15 | JANE LUMAN 3900 GRAPEVINE MILLS PKWY UNIT 3313 GRAPEVINE, TX 76051 | 574 | 09/20/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured BLANK Priority \$0.00 General Unsecured | Residential Capital, LLC | 12-12020 Claim filed by pension beneficiaries. |
| 16 | JEROME FLATAU 3695 KNOLL RIDGE DR EAGAN, MN 55122 | 1092 | 10/10/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured | GMAC Mortgage, LLC | 12-12032 Claim filed by pension beneficiaries. |
| 17 | JOE LOPEZ 715 CEDAR COVE DR GARLAND, TX 75040-2700 | 2538 | 11/06/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured UNLIQUIDATED Priority \$0.00 General Unsecured | Residential Capital, LLC | 12-12020 Associate resigned on 3/17/08. Books and records do not reflect any evidence of claimant contesting wages or pay before or after resignation. |
| 18 | JULIE LANK 22 BASKING RIDGE SHELTON, CT 06484 | 1048 | 10/09/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$87,540.00 General Unsecured | Residential Capital, LLC | 12-12020 Claim filed by pension beneficiaries. |

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|--------------------------------------|---|--------------|------------|--|-----------------------------|--|
| | Name of Claimant | Claim Number | Date Filed | Claim Amount | Asserted Debtor Name | Asserted Case Number Reason for Disallowance |
| 19 | KENNETH ULRICH 900 WOODED POND ROAD LOWER GWYNEDD, PA 19002 | 1224 | 10/15/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured UNLIQUIDATED Priority \$0.00 General Unsecured | Residential Capital, LLC | 12-12020 Claim filed by pension beneficiaries. |
| 20 | KIMBERLY PIKULA 4542 ALDRICH AVE N MINNEAPOLIS, MN 55412 | 915 | 10/01/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured UNLIQUIDATED Priority \$0.00 General Unsecured | Residential Capital, LLC | 12-12020 Claim filed by pension beneficiaries. |
| 21 | MARTHA KUEHN 6016 INNES TRACE LOUISVILLE, KY 40222 | 2545 | 11/06/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$61,254.00 General Unsecured | Residential Capital, LLC | 12-12020 Claim filed by pension beneficiaries. |
| 22 | Mary Messner 608 North Brandywine St West Chester, PA 19380 | 4169 | 11/09/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$20,504.26 Priority \$0.00 General Unsecured | Residential Capital, LLC | 12-12020 Claim filed by pension beneficiaries. |
| 23 | MARY PIERSON 1023 TENNIS AVENUE ARDSLEY, PA 19038 | 1699 | 10/26/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured UNLIQUIDATED Priority \$0.00 General Unsecured | Residential Capital, LLC | 12-12020 Claim filed by pension beneficiaries. |
| 24 | MARY WILLIAMS 16097 HIGHWAY 19 S KOSCIUSKO, MS 39090-9534 | 841 | 09/28/2012 | UNLIQUIDATED Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$0.00 General Unsecured | Residential Capital, LLC | 12-12020 Claim filed by pension beneficiaries. |

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| | Name of Claimant | Claim Number | Date Filed | Claim Amount | Asserted Debtor Name | Asserted Case Number Reason for Disallowance |
| 25 | MAURICE PETERSON 5524 FAMILY DRIVE PRINCE GEORGE, VA 23875 | 2000 | 10/30/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$78,612.00 General Unsecured | Residential Capital, LLC | 12-12020 Claim filed by pension beneficiaries. |
| 26 | MICHAEL SUBER 1562 COOLIDGE AVENUE ROSLYN, PA 19001 | 1693 | 10/26/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$28,091.92 Priority \$0.00 General Unsecured | Residential Capital, LLC | 12-12020 Claim filed by pension beneficiaries. |
| 27 | MILDRED FLAUCHER 26 NORTH WINDHAM ROAD WINDHAM, CT 06280 | 673 | 09/24/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured | Residential Capital, LLC | 12-12020 Claim filed by pension beneficiaries. |
| 28 | Paul Soto vs GMAC Mortgage LLC 509 Haven Ct Sellersville, PA 18960 | 1178 | 10/12/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority BLANK General Unsecured | GMAC Mortgage, LLC | 12-12032 Claimant's charge of national origin discrimination is without merit because claimant was an employee of non-Debtor GMAC Mortgage Group LLC. |
| 29 | PETER KOHLMAYER 13864 BELMONT TRAIL ROSEMOUNT, MN 55068 | 1663 | 10/24/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured | Residential Capital, LLC | 12-12020 Claim filed by pension beneficiaries. |
| 30 | RAYMOND LINK PO BOX 818 DIABLO, CA 94528 | 2562 | 11/07/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$122,040.00 General Unsecured | Residential Capital, LLC | 12-12020 Claim filed by pension beneficiaries. |

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| Claims to be Disallowed and Expunged | | | | | | |
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| | Name of Claimant | Claim Number | Date Filed | Claim Amount | Asserted Debtor Name | Asserted Case Number Reason for Disallowance |
| 31 | RICHARD MOORHOUSE 2206 ANTRIM COURT DAVISON, MI 48423 | 2175 | 11/05/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured BLANK Priority \$0.00 General Unsecured | Residential Capital, LLC | 12-12020 Claim filed by pension beneficiaries. |
| 32 | RICHARD WILSON 2704 SAMARKAND DRIVE SANTA BARBARA, CA 93105 | 3820 | 11/09/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured UNLIQUIDATED Secured \$0.00 Priority \$0.00 General Unsecured | Residential Capital, LLC | 12-12020 Claim filed by pension beneficiaries. |
| 33 | ROBERT AKUOKO 24 BIDWELL PARKWAY BLOOMFIELD, CT 06002 | 891 | 10/01/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority BLANK General Unsecured | Residential Capital, LLC | 12-12020 Basis and amount not specified in Claim. Identified as prior associate in company records. Additional information requested 6/24/13 with no response. |
| 34 | Robert Gray 401 Rockefeller #1212 Irvine, CA 92612 | 1368 | 10/17/2012 | \$178,000.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority \$1.00 General Unsecured | Residential Capital, LLC | 12-12020 Basis and amount unclear. Additional Information requested 6/24/13. Claimant responded that there was no basis for claim "thought everyone should fill one out". |
| 35 | SANDRA GREENE 7061 NW 5TH ST PLANTATION, FL 33317-1601 | 1546 | 10/23/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured UNLIQUIDATED Priority \$0.00 General Unsecured | Residential Capital, LLC | 12-12020 Claim filed by pension beneficiaries. |
| 36 | SEAN GILDEA 77 HARBOR AVENUE MARBLEHEAD, MA 01945 | 2250 | 11/05/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured UNLIQUIDATED Priority \$0.00 General Unsecured | Residential Capital, LLC | 12-12020 Claim filed by pension beneficiaries. |

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| | Name of Claimant | Claim Number | Date Filed | Claim Amount | Asserted Debtor Name | Asserted Case Number Reason for Disallowance |
| 37 | SHERYL MCNALLY 7913 NESS ROAD LA PORTE CITY, IA 50651 | 2207 | 11/05/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured UNLIQUIDATED Priority \$0.00 General Unsecured | Residential Capital, LLC | 12-12020 Claim filed by pension beneficiaries. |
| 38 | THOMAS CAPALDI 101 S PRINCETON AVENUE WENONAH, NJ 08090 | 570 | 09/19/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured UNLIQUIDATED Priority \$0.00 General Unsecured | Residential Capital, LLC | 12-12020 Claim filed by pension beneficiaries. |
| 39 | Timothy Kitt 10412 Joiners Lane Potomac, MD 20854 | 3914 | 11/09/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured \$0.00 Priority UNLIQUIDATED General Unsecured | Residential Capital, LLC | 12-12020 Claim filed by pension beneficiaries. |
| 40 | TONY CONSTANTINOU 56 WOLF HOLLOW LANE KILLINGWORTH, CT 06419 | 546 | 09/17/2012 | \$0.00 Administrative Priority \$0.00 Administrative Secured \$0.00 Secured BLANK Priority \$0.00 General Unsecured | Residential Capital, LLC | 12-12020 Claim filed by pension beneficiaries. |